

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|   |   |
|---|---|
| -----X  |   |
| <b>In re</b>                                  | : |
|   | : |
|   | : |
| <b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b> | : |
|   | : |
| <b>Debtors.</b>                               | : |
|   | : |
|   | : |
| -----X  |   |

**Chapter 11 Case No.**  
**08-13555 (JMP)**  
**(Jointly Administered)**

**AFFIDAVIT AND DISCLOSURE STATEMENT OF STEPHEN RODD,**  
**ON BEHALF OF CAINS ADVOCATES LIMITED**

ISLE OF MAN

Stephen Rodd, being duly sworn, upon his oath, deposes and says:

1. I am a solicitor working at Cains Advocates Limited, located at 15-19 Athol Street, Douglas, Isle of Man (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide Isle of Man corporate law advice regarding the removal of certain directors from two Isle of Man incorporated companies, Lehman Brothers Global Services Limited and Lehman Brothers Pacific Service Company Limited (the "Services") to LBHI, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are or may be interested in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom

may represent or be claimants or employees of the Debtors, or other parties <sup>SR</sup> ~~in~~ interest <sup>ed</sup> in these chapter 11 cases. The Firm does not perform the Services for any such person in connection with these chapter 11 cases.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from LBHI with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to LBHI in relation to the Firm's provision of the Services to LBHI.

6. The Debtors owe the Firm \$0 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.<sup>1</sup>

Subscribed and sworn to before me  
this 10th day of December, 2008



J.B.T. STANLEY LL.B.  
Advocate & Commissioner for Oaths

~~KELLY, LUFT, STANLEY & ASHTON~~

2 Sydney Mount, DOUGLAS Isle of Man IM1 1UD

A Commissioner for Oaths

<sup>1</sup> If necessary.

*This is the original sworn  
affidavit to the annexed Affidavit  
of Stephen Rodd sworn before me  
this 10th day of December 2008*

**EXHIBIT B**

**(Retention Questionnaire)**

J. B. T. STANLEY LL.B.  
Advocate & Commissioner for Oaths  
KELLY, LUFT, STANLEY & ASHTON  
2 Sydney Mount, DOUGLAS, Isle of Man

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| In re  | : |
|  | : |
| LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> , | : |
|  | : |
| Debtors.                                       | : |
|  | : |
|  | : |
| -----X   |   |

Chapter 11 Case No.  
08-13555 (JMP)  
(Jointly Administered)

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN  
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,  
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as  
appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Cains Advocates Limited

15-19 Athol Street

Douglas

Isle of Man IM1 1LB

2. Date of retention: 24 October 2008
3. Type of services provided (accounting, legal, etc.):

Legal

4. **Brief description of services to be provided:**

Isle of Man corporate law advice regarding the removal of certain  
directors from two Isle of Man incorporated companies, Lehman Brothers  
Global Services Limited and Lehman Brothers Pacific Service Company  
Limited

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

(a) Average hourly rate (if applicable):

GBP £400 per hour

(b) Estimated average monthly compensation based on prepetition  
retention (if firm was employed prepetition):

Not applicable

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ Not applicable

Date claim arose: Not applicable

Source of Claim: Not applicable

7. Prepetition claims against the Debtors held individually by any member,  
associate, or professional employee of the firm:

Name: Not applicable

Status: Not applicable

Amount of Claim: \$ Not applicable

Date claim arose: Not applicable

Source of claim: Not applicable

8. Stock of the Debtors currently held by the firm:

Kind of shares: None (as far as I am aware)

No. of shares: None (as far as I am aware)

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None (as far as I am aware)

Status: None (as far as I am aware)

Kind of shares: None (as far as I am aware)

No. of shares: None (as far as I am aware)

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

11. Name of individual completing this form:

Stephen Rodd \_\_\_\_\_